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      THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION
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      In the Matter of:
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                                   ) File No. NY-09875-A
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     RIPPLE LABS, INC.
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      SUBJECT: RPLI_SEC 1100593_HIGHLY CONFIDENTIAL
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PROCEEDINGS

RPLI SEC 1100593 HIGHLY CONFIDENTIAL

We're going to go ahead and get started. Hope everybody enjoyed the holiday weekend. Today, we'll be hearing from (phonetic) and Danuca (phonetic) from the markets team, then will be sharing a little bit about hot jobs, and we'll open up for Q&A. So, without further adieu, here is to kick us off.

Hey, happy Monday. Okay, so, I'm not going to be up here long. I'm just kind of doing the first couple slides, and then introduce it to our star here, Danuca, who is in from New York.

But we thought it would be -- we sometimes hear questions like, what is -- like, what does XRP markets do? And like, why are we reporting -- why do we have this report that goes out quarterly? And so, we thought we would just spend a few minutes today talking about that, and then we'll open up to any questions. So, if I just click down?

We're going to talk really quickly about the XRP markets team and the mission. We're then going to talk about sales. You know that OKR that has been green the last quarter? That's XRP sales, how do we do it, and how much do we sell? Why do we actually go through,

you know, the sometimes pain of issuing a quarterly report, which other players in this space don't do, and then we're going to give you a preview -- I know, you're waiting, like, on baited breath -- of our Q1 report that is going to come out later this week, and then again, just quickly over the Q2.

So, what is the mission of the XRP markets team? So, this is a really nice, more elegant way, deliver operating revenue and increase liquidity of XRP to enable the internet of value. But like, if you catch me on one of those moments, and people say, what do you guys do?

I'm like, we make sure that, like, all of the payroll and the lights in the offices that we want to open up, you know, we're really responsible for making sure that we have the revenue that is required for Ripple to succeed, and that means hiring all of these great people that we're bringing on, it means, like, opening up wonderful offices in London and all over the world.

For today, this is the revenue that we all depend on for us to operate, but also the growth and the strategic investments we're making in the future. So quite simply, that's our job, to make sure that the revenue in Ripple is healthy, and our balance sheet is

healthy, and I can't see Ron right now, but you know, Ron and I work really closely together. We meet with Brad every Friday, we talk about our sales and our revenue, and this is a really important part of the company.

The primary functions. We're going to talk about number one today, but again, XRP sales is our operating revenue. Number two, XRP liquidity and infrastructure. There's a piece of the team that works really closely with product and xRapid specifically to make sure that there's liquidity in the destination markets that xRapid needs to be in, and that's working with market makers and brokers, etcetera, etcetera. We'll save that for another day, because that could be its own session in of itself, but there's a lot of people on this team, and it's very closely related to our north star right now, which is driving xRapid transactions in capabilities and volume.

But managing XRP sales in markets to deliver revenue and growth opportunities for Ripple is what we're going to talk about today, and this is a number that just -- all you have to remember is

is
what we sold of XRP in 2018, and what that represents?

There's a programmatic here in OTC, and programmatic

sales, you'll see the term ATV, which is average trading volume. That's what we're selling. We have committed on our own accord as responsible stakeholders to stay right around 20 BIPS of average trading volume, which means when the volume goes up, we sell more. When the volume goes down, we sell less, and that's our programmatic efforts and Danuca and team managed that really closely.

And then OTC stands for over the counter, and that's people coming to us and saying I'd like to buy, for various reasons. I'd like to buy \$5 million, \$10 million, sometimes more, sometimes less, and those entities are brought on and they're onboarded with our compliance team, and we try to only bring people on board that we think are going to be repeat purchasers, and that we can have, you know, a longer term relationship with.

So, it -- you know, as you look at programmatic, that's tied to the average trading volume. When you look at OTC, that's over the counter. Those to together are what allows us to deliver over to Ripple in 2018, and a

Now, I'm going to bring up the guy who is here

from New York. Who -- he's the guy who I call on my

very similar number in 2019.

commute in, and I'm like, Danuca, what just happened in the market in the last 24 hours? Why is volume going crazy? And he has the answers.

So, if you don't know Danuca, he's one of the loveliest people I know. He also, I've just found out something about him. He's so calm all the time, but he does, like, boxing every morning before he comes to work.

So he just, like, beats the shit out of a bag, and that's why he's so sweet and lovely when he comes into work. Without further ado, our boxer, our lead analyst in XRP markets, Danuca, come give it up.

DANUCA: Hi, it's lovely to be here. Usually they keep me chained to a corner in the New York office, so I don't -- I don't get out much. So, yeah, I manage relationships with our programmatic XRP liquidators, institutional, you know, OTC desks, as well as xRapid liquidity providers and do, you know, some quantitative analysis from time to time.

SO, yeah, we liquidate XRP in two basic ways, right? As mentioned, programmatic and OTC. How does that work? So, what we do is we partner with third party algorithmic traders, which means they have -- they're -- they write computer programs that trade the market, and in fact this is something that I used to do

for, like, a large number of years. So, they right computer programs that trade the markets, and they sell XRP as a -- you know, 365 days a year, 24 hours a day, seven days a week, across a really large set of exchanges that trade XRP all across Asia, Europe, you know, United States.

And so what they do is they sell XRP for whatever currency trades against XRP, and eventually convert it to US dollars, and we do that against, like, as mentioned, a very small portion of daily volume.

OTC sales are typically larger block sales -larger block size trades that are executed outside of
these digital asset exchanges, and most of our -- most
of our OTC sales are done with institutional OTC desks,
but also funds, high net worth individuals, or
(inaudible).

We have weekly meetings with Brad and and Ron to discuss sales targets and whether or not -- and what's going on in the markets and whether or not we need to change up our execution strategy.

So, this is a graph of XRP sales going back to 2015. Now, you can see there's a pretty large jump in 2017, and a big jump again in 2018. These are some huge numbers, half a billion dollars in 2018, and we are more

than halfway to that goal in 2019.

So, we publish quarterly XRP markets reports, and we -- the first one is published in Q4 2016. Why do we do this? I'm not sure if you guys know, but Ripple is the largest holder of XRP in the world. We have a lot of this stuff.

In 2017, we had something like 60 billion out of a total of 100 billion XRP in existence, and in the early days of the digital asset speculators, there was a fear that Ripple had the capacity to collapse the value of XRP if we just decided to sell irresponsibly.

So, Ripple, you know, we decided to be the adults in the room and provide it entirely on our own volition a report that gives the market transparency about what we are doing with our XRP and showing the world that we are indeed responsible stewards of our XRP holdings, and one of the major things that we did was put over 90 percent of our holdings in 2017 into a time locked escrow.

So, managing our stake responsibility. We own roughly 60 billion XRP. We put 55 billion of that in a time locked escrow. Now, XRP is our north star, and the healthier XRP markets are, the better we're able to fund this company, and the closer we are to realizing the vision of the internet of value.

Now, the escrow cryptographically locks up the vast majority of XRP Ripple -- Ripple's XRP holdings, and they get unlocked about roughly one billion dollars every month -- one billion XRP every month, and unused portions of that get relocked up another 55 months later.

Now, this forces us to, you know, really think long term about the health of the XRP ecosystem, and it tells everybody, hey, we're in this for the long haul, right? We are -- we need -- it -- it is our greatest interest to grow the XRP ecosystem.

And you know, it puts us -- you know, there's nobody else in the space who does this. You know, we are thought leaders in the space trying to -- trying to influence others to be transparent about what they're doing with their digital asset holdings.

So, you guys are very, very special. You can get a preview of the Q1 2019 report. We did \$169.4 million USD in XRP sales, overachieved our target by 35 percent. Rolling volatility -- volatility is a measure of think of how crazy the price moves. Rolling volatility hit multi-year lows. In fact, it was a low since September of 2016 towards the end of Q1, and interestingly, volumes grew despite low volatility.

So, 169.4 million in Q1 with a breakdown of

roughly two thirds programmatic, and one third OTC. We have a -- as you can see, as mentioned, roughly 20.1 basis points of programmatic sales, and maybe 31 basis points of overall volume.

Now, this is -- think of the simplest sort of measures of data in a markets report are price and volume, and this is a graph of XRP price and XRP volumes.

Now, you can see that really the price was kind of like a straight line. It was a really boring quarter for most of the quarter. The price was flat, but if you can look towards the middle of the quarter, you start seeing sort of an uptick in volume, and you see, like, an increase in the volume going up towards the second half of the quarter.

This is really interesting. You know, typically, volumes go up when you see the price going up, or the price going down, but here we have a flat -- a flat line.

Now, volatility, again, is a measure of how kind of crazy the price moves. This is a graph of XRP volatility going back to, you know, Q2 of 2018. You notice the volume bars on the bottom kind of correspond with higher volatility, except towards this -- towards the end here where we're seeing XRP volume -- volatility

really fall off, and volumes kind of go up.

Now, this is -- this is sort of interesting, right? And it's unusual. Now, what was happening during the time towards the end of Q1 is we saw increases in prices of XRP -- of Bitcoin and Ether.

Now, we've heard anecdotally from our market making partners that XRP is used to move value from one exchange to another.

It really speaks to the utility of XRP, right?

We talk about it -- being able to move value from place

to another near instantaneously, nearly for free. In

this case, we've heard that our digital -- our market

makers were closing arbitrage opportunities between

exchanges, and in this case, the movement of value is

from one exchange to another exchange.

So, our Q2 focus, again, deliver against XRP sales revenue goals. We've seen a big jump up in volume, so we are right now about 66.6 percent on our way towards our Q2 target with only 24 percent of the way through the target.

We're certainly -- we're seeing an increase in demand of XRP through Europe, and we're trying to set up ways to satisfy that demand, and lastly, grow, hire -- grow our team and hire talent. All right. Thank you, everybody. Big dub.

AUDIENCE MEMBER: This is the man with all the answers. So, curious why we work with third party market makers instead of making markets in house.

MALE SPEAKER: This has come up a couple of times. You know, we obviously pay market makers. They make money on our behalf, if you will. We have looked at this a couple times in the four years I've been here, and one of the things it often comes down to is, that's a fundamentally different business than what we are primarily in, and from a regulatory point of view, from a legal point of view, that is a different can of worms, and so we just kind of decided, you know what?

We're happy if we have healthy market makers making money, you know, broadly making markets in the XRP ecosystem. That's great. Great for them, great for us. Happy place. I won't say we will never do that, but for now, we have no plans to. (Inaudible). Is this for me or Danuca?

AUDIENCE MEMBER: Actually, both of you, but I think it was two or -- it was Q4 or Q3, but like, OTC purchases seem to be, like, on an increase. There was, like, a trend there. I remember it in one of the market reports? How does that compare to now? Has there been a trend? Are we selling less over the counter? More? What does that mean for, you know, Wall Street adoption?

MALE SPEAKER: So, I think what we're talking about is Q3, last year (inaudible) --

DANUCA: So, Q3 of last year we had sort of a Marvel one-off situation that represented an individual purchaser of XRP -- purchased a very large portion of that amount of XRP, yeah, purchased roughly 64 million of that amount.

We did see certain pick up of OTC demand this quarter in Q1 and heading into Q2, and usually we consider OTC -- OTC buyers institutions that are buying through OTC tend to be what you know in financing call smart money. They look at the markets when their -- when their prices are cheap, and they buy, and that's certainly what we've been seeing through Q1 and Q2.

MALE SPEAKER: I'll just add to that. I think we should expect to continue to see institutions lean into crypto. You know, I think this year there's some headlines about the Yale Endowment that was investing in crypto, and Yale -- the guy who runs the Yale Endowment has been running it for, like, 20 years and is kind of a leader in the space.

And so, you know, and we see that trickle down, because if Yale leans in and they invest as a firm doing a lot of crypto stuff called Galaxy, if Yale invests in Galaxy, well, Galaxy then comes to us and

says, we want to buy some XRP directly from you, which is in fact what has happened both in Q1 and Q2, and I should -- I think we'll continue to see that type of stuff happen.

That being said, I think a lot of people, including myself, thought 2018 was going to be the year where institutions really moved into crypto, and it hasn't really happened yet, and there's a lot of reasons for that from an infrastructure point of view, institutional custody, lots of stuff like that, that is continuing to grow. The trendlines are all very positive, but still, distance to go.

AUDIENCE MEMBER: So, I think in the Q1

report -- overview, the cumulative BIPS was about 10

percent more than 2018. Is that something that will

average out over time or over the year, or is that -- is

there a reason for that?

DANUCA: So, I think it's important to take this back and look at what was happening going into Q1. So, we were coming off of 2018 where we saw basically a 90 percent retracement in prices, and we're in what, you know, was referred to as crypto winter. I think we were looking at the potential of an extended period of time of lower volumes and lower activity.

So, there was a decision earlier in the

quarter to be a little bit more aggressive in terms of our target, but then towards the end of the quarter, as volumes were picking up, we eased up on (inaudible).

MALE SPEAKER: I'll just add, I think we'll constantly kind of watch, monitor, see what happens. What we've generally said -- I can't remember exactly what we said in the XRP markets report, but I feel like we've generally sent the signal to the market, expect that we're going to be 20 basis points, and we've been kind of right around there. We're a little ahead of that so far in Q2.

We ended up I think in -- this is last year.

We ended up at 12.2 below that, but in Q1, we're -- I

don't know where Q1 was. In Q1, we're at 20 -- right at

20 BIPS.

So, you know, that's -- we kind of have said to the world, expect 20 BIPS. We'll run hot and cold depending upon the markets. Thanks, What's up,

AUDIENCE MEMBER: Hi. Are you overachieving your goal because the price is going up, or because more people are coming in to buy? How does that -- I mean, what does that mean when you're overachieving?

MALE SPEAKER: The way I think about that is this line right here. So, this is the volume line, and

Danuca was talking about, you know, there's a big percentage. More than half of this comes just from programmatic trading.

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So, we just -- whether it's -- if this line were really low, we'd still be at 20 BIPS, we'd be underachieving, but because this line is going up, there's more and more volume.

If you stay at 20 BIPS, and the number grows, is it -- so, a fixed percentage. And so, the -- we're overachieving because volumes have picked up in -- well, into Q2, started kind of in late February, early March, volumes started picking up around here, and we're continuing to see -- I mean, these are not all time record highs in volume, but pretty darn close, and as an average, it probably is over the last 90 days probably a record high in terms of volume, not just, by the way, in XRP, but crypto in general, I think which goes back to kind of Ryan's question, I think it's a sign of more and more institutional stuff happening, particularly when it's -- you know, the -- usually as Danuca was describing, volumes spike when price goes crazy, up or down, and now you're seeing volume go up, but yet price is kind of relatively stable, which I view as kind of a good thing. Over time, we'll see what happens, but in the meantime, we're kind of keeping it right at 20 BIPS.

AUDIENCE MEMBER: Bit of a softball for you. So, for those that aren't as close to markets, do you mind describing the difference between programmatic sales and OTC sales and why both are important?

DANUCA: So, programmatic sales we view as just kind of like a constant drip of XRP. It's just across all sorts of digital asset exchanges, and they tend to sort of focus towards retail exchanges. So, whether it's Coinbase, which now lists XRP, or Bipcom, which is a retailer speculator exchange out in Korea. That's how we sell XRP programmatically as a percentage of deals.

The OTC sales are more like bilateral agreements. Somebody comes up to you and says, you know what? I want to buy \$5 million worth of XRP. You don't really go into the market and source that, because it would -- it would move the markets dramatically and get lots of slippage.

So, institutions, when they want to buy in institutional size -- you know, like, sized tranche like that of a digital asset, they go to an OTC broker. What an OTC broker does is they leverage technology. They say, okay, I'm going to connect to all these different exchanges across the globe.

I can source XRP or some digital asset very efficiently. Whether it's through other exchanges or through matching up orders with somebody else who is on the other side, and then they're able to transact a larger size.

You know, I think going back to 2017, there was really no OTC market for XRP, and the way we see -you know, Miguel sees the XRP markets growing, he models
it more towards, like, how the FX markets work. That -or institutional purchases of currency, they largely
happen on OTC markets, and we wanted to grow that
facility, allow institutions to trade larger amounts of
XRP. So, from our side, we facilitate sourcing of XRP
relatively easy for these institutional sized orders,
and that represents what we do on the OTC desk.

I would just add with the OTC, what Danuca just said, the FX markets, which I think are at how much trillions per day? Five to six trillion a day is traded in FX, and the vast majority, 80 to 90 percent, is over the counter.

So, that's a -- that's -- if that's the super mature market, and you believe that digital assets will be -- like, I believe I'm going to see the trillion dollar day, right? It's not -- we haven't had it yet, but you think that the markets are going to mature to

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      that level, OTC is actually really powerful, and we've
      seen some other players who have reported some
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      unbelievable numbers in OTC who just -- who reported?
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                               reported
                                                    in OTC.
              And we're at -- what are we at? We're not there
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      yet.
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                So, I think, you know, there's upside
      opportunities there for us that we're staying really,
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      really close to. So, again, though, that takes time to
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      develop, that takes institutional investors who can
      write a check for five million or 10 million or even $20
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      million versus programmatic, where it's that drip feed,
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      right?
                We're selling 20 BIPS, whether it's on, you
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      know, you know, Bitstamp or whoever else, it's a very
      different model, but it's every single day, and you're
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      having the minimal impact on the overall market.
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                MALE SPEAKER: I guess what we should have
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      said maybe as a kick off, you know, again, condolences,
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      and we all should be thinking about what's going to
      happen in Sri Lanka. We were fortunate -- we did have a
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      couple of employees who were there, they're fine, and
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      both out of Sri Lanka now, but it's a good reminder I
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      think of all of us to make sure we're taking safety
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seriously and we'll continue to invest in that as a

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company.

is going to share hot jobs with us. Thank you, Danuca.

Hello. So, we have a lot of hiring going on around the world. We have about 70 open roles right now company wide. Probably the most we've ever have open in any one given time. Every single one is a hot job. I will say that before I say this. This is not excluding anything. Right now, we have a lot going on that is needed in engineering, and I think all of us are aware of that.

So first and foremost, we have a VP of engineering we're hiring. This is over all of Ripple Net engineering. We could use some awesome referrals to that.

When you're thinking about referrals, don't just think about people that you just happen to know that happen to do this kind of job. I want you to think about who is the best VP of engineering you ever knew? Java engineers?

We need a lot of them. We've got at least nine open roles right now for that. This is going to absolutely support us in the work we're doing with xRapid specifically right now. So, think about the best engineers that you know in these kind of roles and send

them our way.

So, also I've got up here a couple of engineering managers that we're looking for in the newly sort of reorganized engineering team, and then we have an HR business partner reporting into Singapore, the first HR, and then we also have an SDR in Brazil that we're looking for. Those are pretty tricky to find there.

So, send them our way. Also, I think it's really important to keep in mind diversity when you're thinking about referring people for any role. Think about what you don't see here, and what you want to see here in types of people, and please send them our way. It is our focus, and we need your support. So, thank you.

DANUCA: Speaking of hiring, four years ago, on April 13th, we hired Brad Schwarlinghouse, and so it's a special anniversary for four years ago -- from four years ago.

and have put together what I've seen as an amazing video to congratulate him.

MONICA: One of the trademark Brad-isms is that he steals peoples' thunder. I remember when I was pregnant with my first child, Brad was so excited for me, he was teeing me up to share the news with the

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leadership team, and said something along the lines of,
Monica has news. Her team is growing beyond Ripple. Go
ahead, Monica, which he effectively told everyone my
news before I got to.
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MALE SPEAKER: A couple, years ago at a leadership offsite, you didn't like a point I was making, but I made it anyway, and you told me if I was going to keep talking, you would throw up all over me. I kept talking. You didn't throw up all over me, but a couple months later, I was on a flight, and someone threw up all over me, and so I do believe in karma.

MALE SPEAKER: The nearest thing I ever got to a punch up in a bankers conference was when Brad, me, and Patrick Griffin met the Swift team Cyprus a couple of years ago. Patrick said to Swift, you're only doing GPI because we did Ripple first, and then the whole thing kicked off. Well, we didn't throw any punches, but I sometimes wish it would be quite fun if we had.

WALE SPEAKER: I couldn't decide whether it
was, you know, the time I let you know that
was on your leadership team, or the first time you had
to go negotiate with and or that awkward hug
that you got from at Bedminster, or that
Twitter war that you got into with

I'm just really glad I didn't have to explain that any

of that stuff might happen during our first interview.

Otherwise, I'm totally sure you would have never called me back.

FEMALE SPEAKER: You said at one point, and at one point, I just decided to be an Uber driver because I thought it would be kind of cool just to drive Uber, and I was like, who is this guy? He's like, a Silicon Valley CO and he drives Uber just for fun. That's kind of weird.

But what I found out about Brad is Brad has this, like, curiosity, and he likes to find out new things, and he pushes us to find new things. It's kind of just a Brad-ism.

MALE SPEAKER: I met Brad for coffee in New
York on a Saturday morning in SoHo, and we were about 15
minutes into the coffee, and Brad said, when can you get
out to San Francisco and meet some other folks? And
here I am, thank you, and congratulations.

MALE SPEAKER: Brad, I don't know what blockchain is. And your reply was, well, I don't think I fully understand what it is myself. I loved your honesty. You also said that you didn't know if we would succeed, but we were going to have a great try at it. Two years later hopefully, we both know what blockchain is.

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                MALE SPEAKER: I like watching people squirm
      in meetings with them. I have to say that's one of the
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      highlights of my day, typically. You know, I've been
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      caught there as well on a host of occasions, definitely
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      be prepared if you walk into Mississippi and think it's
      going to be an easy meeting.
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                MALE SPEAKER: Congratulations, and thank you
      for everything that you've done at Ripple.
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                MALE SPEAKER: Well, happy anniversary, Brad.
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      It's been four great years with Ripple.
                MALE SPEAKER: Happy anniversary, Brad.
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                MALE SPEAKER: Congratulations.
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                FEMALE SPEAKER: Happy fourth year
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      anniversary.
                FEMALE SPEAKER: Happy Ripple-versary, Brad.
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      You've come such a long way.
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                MALE SPEAKER: Happy fourth anniversary. It's
      been -- it's been a real pleasure. Thanks for leading
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      the team the way you do.
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                FEMALE SPEAKER: All right. That's all we
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      have today. Have a great Monday.
                (End of video.)
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1	TRANSCRIBER'S CERTIFICATE	
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3	I, Eric Axt, hereby certify that the foregoing	
4	transcript is a complete, true and accurate	
5	transcription of all matters contained on the recorded	
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